

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

AFFIDAVIT OF DISINTERESTEDNESS

STATE OF GRAND CAYMAN

COUNTY OF CAYMAN ISLANDS

Christopher Watler, being duly sworn, upon his/her oath, deposes and says:

1. I am a Senior Vice President of MaplesFS Limited, located at Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands (the "Firm").
2. The above-captioned debtors and debtors-in-possession (each a "Debtor" and collectively the "Debtors") have requested that the Firm provide fiduciary and administration services to the affiliate entities of the Debtors and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to the above-captioned cases (the "Chapter 11 Cases"), for persons that are parties-in-interest in the Debtors' Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these Chapter 11 Cases,

5. Neither I nor any officer of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed.

7. The Debtors owe the Firm **\$14,347.44** for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, et seq. The Debtors owe the Firm **\$52,531.39** in respect of 2013 annual administration fees and **\$60,584.03** in respect of 2014 fees annual administration fees.

8. As of the Petition Date, the Firm was not a party to an agreement for indemnification with certain of the Debtors.

9. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

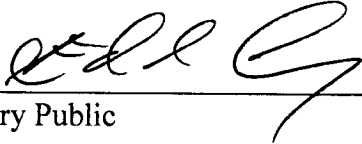
Executed on OCTOBER 29, 2013



Christopher Watler

*AUTHORISED SIGNATORY
MAPLESFS LIMITED*

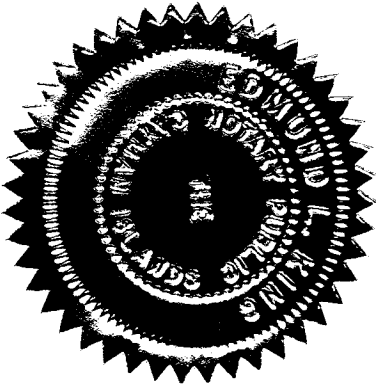
Sworn to and subscribed before me
this 29 day of OCTOBER, 2013



Notary Public

Edmund L. King
Notary Public - Cayman Islands

Commission expires on 31 January 2014



In re Residential Capital, LLC, et al.
Chapter 11 Case No. 12-12020 (MG)

RETENTION QUESTIONNAIRE¹

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY MAPLESFS LIMITED, et al.
(the “Debtors”)

THIS QUESTIONNAIRE WILL BE FILED WITH THE COURT ON YOUR BEHALF.
PLEASE REMIT IT TO THE FOLLOWING ADDRESS:

Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
Attn: Norman S. Rosenbaum and Jordan A. Wishnew

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

MaplesFS Limited

PO. Box 1093, Boundary Hall, Cricket Square

Grand Cayman, KY1-1102.

Cayman Islands

2. Date of original retention: **23 October 2013**
3. Brief description of legal services to be provided:

**To file a claim for outstanding fees from Residential
Capital LLC related companies.**

¹ All amounts are either owing in U.S. Dollars or have been converted to U.S. Dollars based upon the applicable exchange rate in effect on the Petition Date.

4. Arrangements for compensation (hourly, contingent, etc.)

(a) Average hourly rate (if applicable): **N/A**

(b) Estimated average monthly compensation (based on prepetition retention if firm was employed prepetition):

N/A

5. Prepetition claims against any of the Debtors held by the firm:

Amount of claim: **\$14,347.44**

Date claim arose: **December 1, 2011 and April 3, 2012**

Source of claim: **Eight invoices attached.**

6. Prepetition claims against any of the Debtors held individually by any member, associate, or professional employee of the firm:

Name: **None**

Status: _____

Amount of Claim: _____

Date claim arose: _____

Source of Claim: _____

7. Stock of any of the Debtors currently held by the firm:

Kind of shares: **None**

No. of shares: _____

8. Stock of any of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: **None**

Status: _____

Kind of shares: _____

No. of shares: _____

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

None

10. Amount of any retainer received from the Debtors held by the firm:

(a) As of May 14, 2012: **None**

(b) Balance remaining after application to invoices due and owing prior to May 14, 2012:

N/A

Name: 

Title: **Christopher Watler**
Authorized Signatory

FOR MAPLESFS LIMITED

MAPLESFS

RAAC 2006-RX1
GMAC Mortgage - Capital Markets
1100 Virginia Drive
Fort Washington Pennsylvania 19034
United States of America

Invoice No. 1015501
Date 01-Dec-11
Client No. 620186
Contact Tracy-Ann Lamont
Page 1

INVOICE

Fees

Provision of Directors, Company Secretary, Share Trustee and Administration for
the period from 1 January 2012 to 31 December 2012 3,450.00

Total Fees 3,450.00

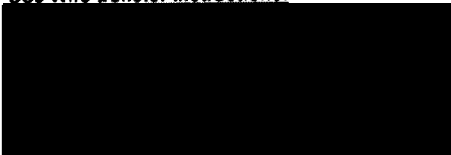
Provision for Out of Pocket Expenses 500.00

TOTAL CURRENT INVOICE **US\$ 3,950.00**

Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions:



Please confirm payment details via email to MaplesFS_accounts@maplesfs.com

MAPLESFS

RFC ABS CDO WHSub I Ltd.
GMAC-RFC
8400 Normandale Lake Blvd., Ste 250
Minneapolis Minnesota 55437
United States of America

Invoice No. 1015162
Date 01-Dec-11
Client No. 605436
Contact Kessyrene Linwood-Hall
Page 1

INVOICE

Fees

Provision of Share Trustee for the period from 1 January 2012 to 31 December 2012 5,000.00

Total Fees 5,000.00

Total Current Invoice 5,000.00

Payments Applied (3,178.08)

TOTAL BALANCE DUE US\$ 1,821.92

Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions:



Please confirm payment details via email to MaplesFS_accounts@maplesfs.com

MAPLES

RALI 2006-QA7 NIMS Ltd.
Dennis Crosson
Residential Funding Securities LLC
7501 Wisconsin Avenue - Suite 900
Bethesda, 20814-6528
United States of America

Invoice No.	1082616
Date	03-Apr-12
Client No.	623272
Contact	Henry Smith
Page	1

INVOICE

Fees

Administration fee - 1st 2012 Government Fee penalty	250.00
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Total Fees	250.00
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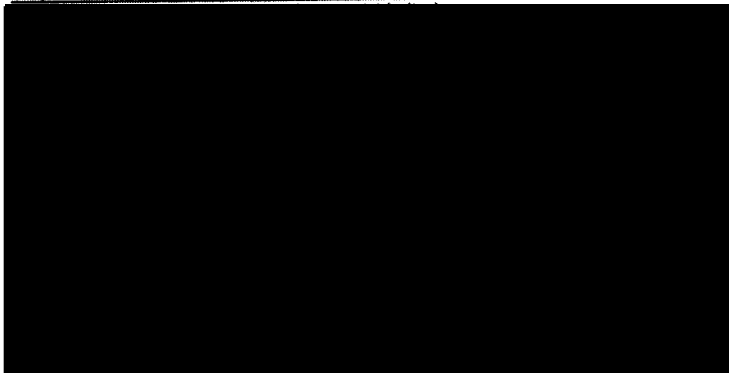
Disbursements (see attached)	243.88
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TOTAL CURRENT INVOICE	US\$ 493.88
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Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions (must be sent as an international wire transfer):



Please confirm payment details via email to accounts@maplesandcalder.com

Maples and Calder
PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Tel +1 345 949 8066 Fax +1 345 949 8080 www.maplesandcalder.com

Invoice No.	1082616
Date	03-Apr-12
Client No.	623272
Contact	Henry Smith
Page	2

Fee Detail

Total	0.00
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Fee Earner Summary

	Hrs	Amount
Totals	0.00	US\$ 0.00

Disbursements

Penalty - Late Charge Fee	243.88
Total Disbursements	US\$ 243.88

MAPLES

RALI 2006-QA8 NIMS Ltd.
Dennis Crosson
Residential Funding Securities LLC
7501 Wisconsin Avenue
Bethesda Maryland 20814-6528
United States of America

Invoice No. 1082617
Date 03-Apr-12
Client No. 624124
Contact Henry Smith
Page 1

INVOICE

Fees

Administration fee - 1st 2012 Government Fee penalty 250.00

Total Fees 250.00

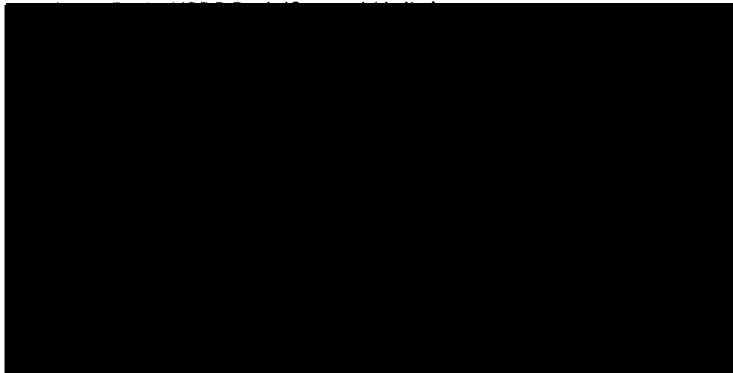
Disbursements (see attached) 243.88

TOTAL CURRENT INVOICE US\$ 493.88

Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions (must be sent as an international wire transfer):



Please confirm payment details via email to accounts@maplesandcalder.com

Maples and Calder
PO Box 309 Ugland House Grand Cayman KY1-1104 Cayman Islands
Tel +1 345 949 8055 Fax +1 345 949 8080 www.maplesandcalder.com

Invoice No.	1082617
Date	03-Apr-12
Client No.	624124
Contact	Henry Smith
Page	2

Fee Detail

Total	<u>0.00</u>
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Fee Earner Summary

	<u>Hrs</u>	<u>Amount</u>
Totals	<u>0.00</u>	<u>US\$ 0.00</u>

Disbursements

Penalty - Late Charge Fee	<u>243.88</u>
Total Disbursements	<u>US\$ 243.88</u>

MAPLESFS

RALI 2006-QA8 NIMS Ltd.
Dennis Crosson
Residential Funding Securities LLC
7501 Wisconsin Avenue - Suite 900
Bethesda, 20814-6528
United States of America

Invoice No. 1015198
Date 01-Dec-11
Client No. 624124
Contact Kessyrene Linwood-Hall
Page 1

INVOICE

Fees

Provision of Directors, Company Secretary, Share Trustee and Administration for
the period from 1 January 2012 to 31 December 2012 3,550.00

Total Fees 3,550.00

TOTAL CURRENT INVOICE US\$ 3,550.00

Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions:



Please confirm payment details via email to MaplesFS_accounts@maplesfs.com

MAPLESFS

RALI 2006-QA7 NIMS Ltd.
Dennis Crosson
Residential Funding Securities LLC
7501 Wisconsin Avenue - Suite 900
Bethesda, 20814-6528
United States of America

Invoice No. 1015195
Date 01-Dec-11
Client No. 623272
Contact Kessyrene Linwood-Hall
Page 1

INVOICE

Fees

Provision of Directors, Company Secretary, Share Trustee and Administration for
the period from 1 January 2012 to 31 December 2012 3,550.00

Total Fees 3,550.00

TOTAL CURRENT INVOICE US\$ 3,550.00

Additional disbursements may be invoiced at a later date.

All of the services rendered by this firm were performed outside of the United States of America.

US\$ Wire transfer instructions:



Please confirm payment details via email to MaplesFS_accounts@maplesfs.com